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COMPANIES HOUSE

Company Limited by Guarantee

(COPY)

SPECIAL RESOLUTIONS

(Pursuant to "The Companies Acts, 1862 – 2006")

of

The Scottish Football Association Limited.

Passed 1st June 2016

At a GENERAL MEETING of the above-named Association, duly convened and held at the Glasgow City Chambers, Glasgow on Wednesday, 1st June 2016, the subjoined Special Resolutions were passed.

SPECIAL RESOLUTIONS REFERRED TO

That the Articles of Association of the Scottish FA be and are hereby altered by:-

1. Deleting within Article 6.4, the word "entrance" where it appears twice and replacing it in both cases with the word "application".
2. Inserting within Article 6.4, a new sentence at the end of the existing paragraph as follows:-

"This application fee is non-refundable, irrespective of the finalisation and/or outcome of the application process as narrated above."

That the Articles of Association of the Scottish FA be and are hereby altered by:-

1. Deleting within Article 28.1 the word "A", where it appears at the beginning of such Article, and the word "shall", where it appears between the words "club" and "take", and replacing them with the word "Each" and the word "must", respectively.
2. Deleting within Article 28.2 the word "likewise", where it appears between the words "jurisdiction shall" and "take all such".
3. Deleting within Article 28.3, after the words "liable to", the words "a fine or closure of ground or suspension or all of these penalties" and replacing them with the following:-

"disciplinary proceedings before the Judicial Panel, who will have jurisdiction to deal with the matter and to impose sanctions in respect thereof as prescribed within the Judicial Panel Protocol. Such misbehaviour must be reported to or brought to the attention of the Scottish FA within six (6) days of the day of the match"

4. Deleting Article 28.4 in its entirety.
5. Inserting within Article 28.6, between the words "all at its own ground," and "on the occasion of a match", the word "all".
6. Inserting within Article 28, a new paragraph 28.6 as follows:

"28.6 A club using a third party club's registered ground for the playing of a match in which it is participating must ensure, so far as reasonably practicable, (i) good order and security, (ii) that policies and procedures have been adopted and are implemented to prevent instances of Unacceptable Conduct, and (iii) that any instance of Unacceptable Conduct is effectively dealt with, as if the match was being played at its own ground, all on the occasion of a match."
7. Inserting within Article 28, a new paragraph 28.7 as follows:-

"28.7 Each club must take all such steps as are reasonably practicable to identify any of its supporters who engage in Unacceptable Conduct at a match, and, so far as reasonably practicable, take proportionate disciplinary measures in respect of such supporters."
8. Moving the words from "Any failure by a club", where they currently appear in Article 28.7, to the end of Article 28.7 into a new Article 28.9 and inserting within that new Article 28.9, after the words "Any failure by a club", the words "or, as the case may be, recognised football body,".
9. Deleting within the new Article 28.9, after the words "by virtue of", the words and numbers "Article 28.6 and this Article 28.7" and replacing them with the following:-

"any one or more of Articles 28.1, 28.2, 28.3, 28.5, 28.6, 28.7 and 28.8".
10. Deleting within Article 28.8, after the words "by virtue of" the words and numbers "Articles 28.6 and 28.7" and replacing them with the words and numbers "any one or more of Articles 28.1, 28.2, 28.3, 28.5, 28.6, 28.7 and 28.8".
11. Inserting within Article 28.9, between the words "as required in accordance with" and "Article 28 may be commenced", the words "any one or more of the provisions of this".
12. Deleting the reference to "28.9" where it appears in Article 28.10 and replacing it with "28.10".
13. Re-numbering the second paragraph of Article 28.10 as Article 28.13, and deleting the references therein to "28.10" and "28.9" and replacing them with, respectively, "28.12" and "28.10".
14. Deleting within Article 28.11 the words "with such guidance", where they appear between the words "Observance" and "shall be taken", and replacing them with the words "of such guidance by a club or, as the case may be, recognised football body concerned in an alleged incident of Unacceptable Conduct,".
15. Inserting, at the end of Article 28.11, the words "and, in particular, as regards whether such club or, as the case may be, recognised football body concerned, has done all that it was reasonably practicable for it to do or to have done in the circumstances".

16. Re-numbering the paragraphs of Article 28 and updating the cross-referencing within that Article as appropriate.

That the Articles of Association of the Scottish FA be and are hereby altered by:-

Inserting within Article 48.2(b), at the end of the paragraph, after the words "minimum of two years" the following:-

" , such minimum period of two years being effective from the date of election to the office of Office Bearer and not from the date of nomination as prescribed in Article 48.1"

That the Articles of Association of the Scottish FA be and are hereby altered by:-

1. Deleting Article 51.2.1 in its entirety and replacing it with the following:-

"51.2.1 The East of Scotland Football League, the Scottish Highland Football League, the Scottish Lowland Football League and the South of Scotland Football League shall each be entitled to nominate one (1) representative to the Congress and each such representative shall comply with the conditions laid down in Article 51.2.3."

2. Inserting a new Article 51.2.3 as follow:-

"51.2.3 Each representative nominated by the East of Scotland Football League, the Scottish Highland Football League, the Scottish Lowland Football League and the South of Scotland Football League shall:-

- (a) be a member of the committee or board of the relevant league he represents and must be listed as such on the Official Return of such league;
- (b) not be listed in the Official Return of any Affiliated National Association or any other recognised league; and
- (c) not be the subject of an endorsed Disclosure from Disclosure Scotland.

3. Deleting within Article 64.4.2, after the words "management or committee" the words "of a full member club in" and replacing them with the word "of".
4. Inserting within Article 64.4.2, between the words "South of Scotland Football League" and "and listed as such", the words "(as the case may be)".
5. Inserting within Article 64.4.2, after the words "League and", the word "be".
6. Deleting within Article 64.4.2, after the words "of such", the word "club" and replacing it with the word "body".
7. Deleting within Article 64.4.2, after "Article 51.1.3(b)", the " ,".

That the Articles of Association of the Scottish FA be and are hereby altered by:-

Deleting within Article 61.4, the word and characters “(e) and (f)” and replacing them with the word and characters “(d) and (e)”.

That the Articles of Association of the Scottish FA be and are hereby altered by:-

1. Inserting within Article 1.1, immediately following the definition of “representative of the football family”, the following new definition:-

““**required particulars**” shall have the meaning ascribed to it in Article 11.2(a);”.

2. Inserting within Article 1.1, immediately following the definition of “the Parties”, the following new definition:-

““**person with significant control**” shall have the meaning ascribed to it in Article 11.2(b);”

3. Deleting the words “Not Used” where they appear in the heading of Article 11 and inserting the following new Article 11:-

11. Disclosure of Persons with Significant Control

11.1 With effect from 1st January 2017, each club shall take reasonable steps to provide the Scottish FA with:

(a) the required particulars of all persons with significant control over the club and, in the event that any such person is a legal person, the required particulars of the natural person(s) who ultimately has/have significant control over each such legal person, provided that if any such legal person is a trust, the club shall not be required to provide any required particulars which it would not be required to disclose pursuant to Part 21A of the Act; or

(b) confirmation that it has established that it does not have any person with significant control or has reason to believe that there is/are a person(s) with significant control but has not been able to identify them,

in each case as soon as reasonably practicable following (i) a Change of Control or (ii) receipt of a written request from the Scottish FA to do so.

11.2 For the purposes of these Articles:

(a) a club’s compliance with its obligations under section 790D of the Act and any guidance published by the Department for Business, Innovation & Skills from time to time in relation to identifying persons with significant control for the purposes of Part 21A of the Act shall be taken into account in determining whether a club has taken reasonable steps to provide the information or confirmation referred to in Article 11.1;


(b) the “**required particulars**” are:

(i) for natural persons, name, service address, country or state (or part of the United Kingdom) in which the individual is usually resident, nationality and date of birth;

- (ii) for legal persons, name, register in which it is entered and registration number (if any), registered or principal office, legal form and law by which it is governed; and
 - (iii) for all persons, the date on which that person became a person with significant control, the nature of that person's control, which of the conditions for being a person with significant control that person meets and that person's level of interest in the club;
 - (c) a **"person with significant control"** is a person that (either alone or as one of a number of joint holders of the share or right in question) meets one or more of the following conditions:
 - (i) directly or indirectly holding more than 25% of the nominal share capital of the club or, if the club does not have a share capital, holding a right to share in more than 25% of the capital or, as the case may be, profits of the club;
 - (ii) directly or indirectly controlling more than 25% of the votes at general meetings of the club or, if the club does not hold general meetings at which matters are decided by the exercise of voting rights, exercising a right under the constitution of the club to block changes to the overall policy of the club or to the terms of its constitution;
 - (iii) directly or indirectly having the ability to appoint or remove those members of the board of directors or the board of management or committee (as the case may be) of the club who hold a majority of the voting rights at meetings of the board of directors or the board of management or committee (as the case may be) of the club on all or substantially all matters;
 - (iv) holding the right to exercise (or actually does exercise) significant influence or control over the club;
 - (v) holding the right to exercise (or actually does exercise) significant influence or control over any trust or firm which has significant control (under one of (i) to (iv) above) over the club; and
 - (d) regard must be had to any guidance issued by the Secretary of State about the meaning of "significant influence or control" for the purposes of Schedule 1A to the Act in interpreting references in this Article 11 to "significant influence or control".
- 11.3 The Scottish FA shall be entitled to publish any required particulars provided to it pursuant to Article 11.1 to the extent that the club is required by law (or has otherwise elected) to keep any such required particulars available for inspection or submit them to a public register pursuant to Chapter 3 or Chapter 4 of Part 21A of the Act. For the avoidance of doubt, the Scottish FA shall not publish any such required particulars which are not otherwise generally available to the public or which are subject to protection from disclosure pursuant to section 790ZF of the Act or regulations made pursuant to section 790ZG of the Act.
- 11.4 Any failure by a club to comply with its obligations under Article 11.1 shall be deemed to be a breach of these Articles and the Judicial Panel will have jurisdiction to deal with any such breach and to impose sanctions in relation to it as prescribed within the Judicial Panel Protocol.

That the Board be authorised to make all necessary changes to the numbering of the Articles of Association, sub-paragraphs and cross-references and to number any undesignated Articles to ensure that the foregoing changes (Resolutions), when adopted, are accurately and appropriately reflected and accommodated within the Articles of Association.

Registered Office:
HAMPDEN PARK
GLASGOW G42 9AY
1st June 2016


Company Secretary